

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	Chapter 11
Fred's, Inc., <i>et al.</i> <sup>1</sup>	)	
	)	Case No. 19-11984 (CSS)
	)	
Debtors.	)	Jointly Administered
	)	

NOTICE OF **SECOND AMENDED**<sup>2</sup> AGENDA OF MATTERS SCHEDULED FOR  
HEARING ON JUNE 1, 2020 AT 1:00 P.M. (EASTERN DAYLIGHT TIME)

**This hearing will be held telephonically and by video. All parties wishing to appear must do so telephonically by contacting COURTCALL, LLC at 866-582-6878 no later than June 1, 2020, at 12:00 p.m. (ET) to sign up. Additionally, anyone wishing to appear by Zoom is invited to use the link below. All parties that will be arguing or testifying must appear by Zoom and CourtCall.**

**PLEASE NOTE THAT THE MICROPHONES ON THE ZOOM MEETING WILL BE MUTED AND THE ONLY AUDIO WILL BE THROUGH COURTCALL.**

**Topic: In re Fred's, Inc.**

**Time: June 1, 2020, 1:00 PM Eastern Time (US and Canada)**

**Join ZoomGov Meeting**

**<https://debuscourts.zoomgov.com/j/1603257295>**

**Meeting ID: 160 325 7295**

**Join by SIP**

**1603257295@sip.zoomgov.com**

CONFIRMATION HEARING

1. Joint Chapter 11 Plan for Fred's, Inc. and the Debtor Affiliates (SOLICITATION VERSION) ([D.I. 894](#), filed 3/5/20).

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Fred's Stores of Tennessee, Inc. (9888); Fred's Inc. (4010); National Equipment Management and Leasing, Inc. (4296); National Pharmaceutical Network, Inc. (9687); Reeves-Sain Drug Store, Inc. (4510); Summit Properties-Jacksboro, LLC (9161); Summit Properties-Bridgeport, LLC (2200); and 505 N. Main Opp, LLC (5850). The Debtors' address is 6625 Lenox Park, Suite 200, Memphis, TN 38115.

<sup>2</sup> **Amended items appear in bold.**

Objection Deadline: April 9, 2020 at 4:00 p.m. (ET). Extended to April 27, 2020 at 4:00 p.m. (ET) for Cardinal Health 110, LLC and Cardinal Health 112, LLC; extended to May 4, 2020 at 4:00 p.m. (ET) for the Office of the United States Trustee for the District of Delaware (the “UST”); extended to April 22, 2020 at 4:00 p.m. (ET) for VRC Companies, LLC; extended *sine diem* for the Committee.

Responses Received:

- a) Informal comments from Mississippi Department of Revenue;
- b) Informal comments from the UST;
- c) Informal comments from the Committee;
- d) Informal comments from FirstChoice Property & Development, LLC;
- e) Texas Taxing Jurisdictions Objection to Joint Chapter 11 Plan for Fred’s Inc. and the Debtor Affiliates Set Forth Herein ([D.I. 947](#), filed 3/26/20);
- f) Objection of the Chubb Companies to Joint Chapter 11 Plan for Fred’s Inc. and the Debtor Affiliates Set Forth Herein ([D.I. 991](#), filed 4/09/20) (the “Chubb Objection”);
- g) Limited Objection of Pauline Carthern to the Joint Chapter 11 Plan for Fred’s, Inc. and its Debtor Affiliates ([D.I. 992](#), filed 4/09/20) (the “Carthern Objection”);
- h) Limited Objection of Certain Personal Injury Tort Claimants to the Joint Chapter 11 Plan for Fred’s, Inc. and the Debtor Affiliates Set Forth Herein ([D.I. 995](#), filed 4/09/20) (the “Tort Claimants Objection”);
- i) Objection of the State of Mississippi to Confirmation of Plan and for Related Relief ([D.I. 997](#), filed 4/09/20);
- j) Limited Objection and Reservation of Rights of VRC Companies, LLC and Certain of its Affiliates to Confirmation of the Joint Chapter 11 Plan for Fred’s, Inc. and the Debtor Affiliates Set Forth Herein and Objection to Cure Claims, to Assumption and to Potential Rejection of Executory Contract ([D.I. 1020](#), filed 4/22/20); and
- k) Withdrawal of the Texas Taxing Jurisdictions’ Objection to Joint Chapter 11 Plan for Fred’s Inc. and the Debtor Affiliates Set Forth Herein ([D.I. 1051](#), filed 4/28/20).

Related Documents:

- a) Order Approving the Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV)

Approving Forms of Ballots and Establishing Procedures for Voting on Plan, (V) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (VI) Granting Related Relief ([D.I. 892](#) filed 3/03/2020);

- b) Joint Chapter 11 Plan for Fred's, Inc. and the Debtor Affiliates ([D.I. 755](#), filed 1/21/2020);
- c) Disclosure Statement (Proposed) Pursuant to Section 1125 of the Bankruptcy Code with Respect to the Debtors' Joint Plan ([D.I. 756](#), filed 01/21/20);
- d) Joint Chapter 11 Plan for Fred's, Inc. and the Debtor Affiliates ([D.I. 840](#), filed 02/14/2020);
- e) Joint Chapter 11 Plan for Fred's, Inc. and the Debtor Affiliates (*REDLINE*) ([D.I. 841](#), filed 02/14/2020);
- f) Disclosure Statement (Proposed) Pursuant to Section 1125 of the Bankruptcy Code with Respect to the Debtors' Joint Plan ([D.I. 843](#), filed 02/14/20);
- g) Disclosure Statement (Proposed) Pursuant to Section 1125 of the Bankruptcy Code with Respect to the Debtors' Joint Plan (*REDLINE*) ([D.I. 844](#), filed 02/14/20);
- h) Joint Chapter 11 Plan for Fred's, Inc. and the Debtor Affiliates ([D.I. 865](#), filed 2/23/20);
- i) Joint Chapter 11 Plan for Fred's, Inc. and the Debtor Affiliates (*REDLINE*) ([D.I. 866](#), filed 2/23/20);
- j) Disclosure Statement (Proposed) Pursuant to Section 1125 of the Bankruptcy Code with Respect to the Debtors' Joint Plan ([D.I. 867](#), filed 2/23/20);
- k) Disclosure Statement (Proposed) Pursuant to Section 1125 of the Bankruptcy Code with Respect to the Debtors' Joint Plan (*REDLINE*) ([D.I. 868](#), filed 2/23/20);
- l) Joint Chapter 11 Plan for Fred's, Inc. and the Debtor Affiliates (SOLICITATION VERSION) (*REDLINE*) ([D.I. 895](#), filed 3/05/20);
- m) Disclosure Statement (Proposed) Pursuant to Section 1125 of the Bankruptcy Code with Respect to the Debtors' Joint Plan ([D.I. 896](#), filed 03/05/20);
- n) Disclosure Statement (Proposed) Pursuant to Section 1125 of the Bankruptcy Code with Respect to the Debtors' Joint Plan (*REDLINE*) ([D.I. 897](#), filed 3/05/20);

- o) Plan Supplement to Joint Chapter 11 Plan for Fred's, Inc. and the Debtor Affiliates ([D.I. 979](#), filed 4/06/20);
- p) Notice of Adjournment of Confirmation Hearing and Extension of Certain Other Deadlines Related to Confirmation of Debtors' Joint Chapter 11 Plan for Fred's, Inc. and the Debtor Affiliates Set Forth Herein ([D.I. 1017](#) filed 4/21/20);
- q) Notice of Further Adjournment of Confirmation Hearing and Extension of Certain Other Deadlines Related to Confirmation of Debtors' Joint Chapter 11 Plan for Fred's Inc. and the Debtor Affiliates Set Forth Herein ([D.I. 1092](#), filed 5/18/20);
- r) Amended Joint Chapter 11 Plan for Fred's, Inc. and the Debtor Affiliates Set Forth Herein ([D.I. 1107](#), filed 5/22/20);
- s) Amended Joint Chapter 11 Plan for Fred's, Inc. and the Debtor Affiliates Set Forth Herein (*REDLINE*) ([D.I. 1108](#), filed 5/22/20); and
- t) Notice of Filing Second Plan Supplement to the Joint Chapter 11 Plan for Fred's, Inc. and the Debtor Affiliates Set Forth Herein ([D.I. 1109](#), filed 5/22/20).
- u) Modified Amended Joint Chapter 11 Plan for Fred's, Inc. and the Debtor Affiliates Set Forth Herein ([D.I. 1128](#), filed 5/28/20);
- v) Modified Amended Joint Chapter 11 Plan for Fred's, Inc. and the Debtor Affiliates Set Forth Herein (*REDLINE*) ([D.I. 1129](#), filed 5/28/20);
- w) Declaration of Mark A. Renzi in Support of Confirmation of Modified Amended Joint Chapter 11 Plan for Freds, Inc. and the Debtor Affiliates Set Forth Herein ([D.I. 1136](#), filed 5/28/20);
- x) **Declaration of Stephenie Kjontvedt of Epiq Corporate Restructuring, LLC Regarding Voting and Tabulation of Ballots Cast on the Joint Chapter 11 Plan for Fred's, Inc. and the Debtor Affiliates Set Forth Herein ([D.I. 1140](#), filed 5/31/20);**
- y) **Debtors' Memorandum of Law in Support of an Order Confirming Modified Amended Joint Chapter 11 Plan for Fred's, Inc. and the Debtor Affiliates Set Forth Therein ([D.I. 1142](#), filed 5/31/20); and**
- z) **Notice of Filing of Proposed Findings of Fact, Conclusions of Law, and Order Confirming the Modified Amended Joint Chapter 11 Plan for Fred's, Inc. and the Debtor Affiliates Set Forth Herein ([D.I. 1143](#), filed 6/1/20).**

Status: Responses a, b, c, d, e, i, and j are resolved. The Chubb Objection, the Carthern Objection and the Tort Claimants Objection are going forward. The Debtors may present the live testimony of Mark Renzi, the Debtors' Chief Restructuring Officer, and Stephenie Kjontvedt from Epiq Corporate Restructuring, LLC, the

declarant with respect to the Debtors' voting tabulation. Mr. Renzi is located in Boston, Massachusetts, and Ms. Kjontvedt is located in Lloyd Harbor, New York.

Dated: **June 1, 2020**  
Wilmington, Delaware

**MORRIS, NICHOLS, ARSHT & TUNNELL LLP**

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